

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
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: DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
: :
: Reorganized Debtors. : (Jointly Administered)
: :
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FINAL DECREE AND ORDER PURSUANT TO 11 U.S.C. § 350(a) AND FED.
R. BANKR. P. 3022 AND LOCAL R. BANKR. P. 3022-1 CLOSING
CHAPTER 11 CASES OF FIVE FILING DEBTORS

("SECOND CASE CLOSING ORDER")

Upon the motion, dated November 24, 2010 (the "Motion"),¹ of DPH Holdings Corp. ("DPH Holdings"), on behalf of itself and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), successors to Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for entry of an order and final decree pursuant to 11 U.S.C. § 350(a), Fed. R. Bankr. P. 3022 and Local R. Bankr. P. 3022-1 closing the chapter 11 cases of five filing Debtors (the "Closing Debtors"); and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record of the December 16, 2010 hearing on the Motion; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

¹ Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:²

1. This Court has core jurisdiction over these chapter 11 cases and the parties and property affected hereby pursuant to 28 U.S.C. §§ 157 and 1334, article 13 of the Modified Plan, and paragraphs FF and 56 of the Modification Approval Order. Venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The Motion is GRANTED.

3. The chapter 11 cases of the Closing Debtors identified in Exhibit A attached hereto and incorporated herein by reference are hereby closed, pursuant to section 350 of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this order.

Dated: White Plains, New York
December ___, 2010

UNITED STATES BANKRUPTCY JUDGE

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.